

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W.R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-0 1139 (JKF)  
) (Jointly Administered)  
)  
)  
Debtors. )

AFFIDAVIT UNDER 11 U.S.C. 327(e)

STATE OF MASSACHUSETTS )  
) ss:  
COUNTY OF SUFFOLK )

Susan M. Cooke, P.C., being duly sworn, upon her oath, deposes and says:

1. I am a partner of McDermott, Will & Emery, (the "Firm") at its Boston, Massachusetts office located at 28 State Street.
2. The Debtors have requested that I provide legal services to the Debtors, and I and the Firm have consented to provide such services.

<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 bit & Tool Co., Inc.; Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc. CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Coca Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-BII, Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace HOG II, Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, LB Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Waster Street Corporation, Axial Basin Ranch Company, C Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these Chapter 11 cases, for persons that are parties-in-interest in the Debtors' Chapter 11 cases.

4. As part of its customary practice, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties-in-interest in these Chapter 11 cases. The Firm does not perform services for any such person in connection with these Chapter 11 cases, or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates in those cases.

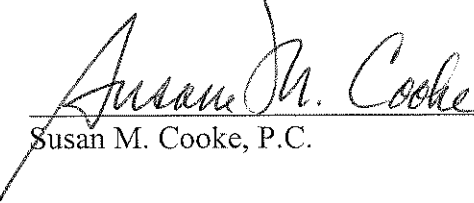
5. Neither I nor any partner or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

6. Neither I nor any partner or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates, with the following exception. The Firm has represented Fresenius Medical Care Holdings, Inc., National Medical Care, Inc. and Fresenius U.S.A. Inc. (collectively, "the Fresenius-U.S. Entities") in a pre-petition class action lawsuit filed against W.R. Grace & Company and the Fresenius-U.S. Entities. The lawsuit alleges fraudulent transfer of a Grace medical business to one or more of the Fresenius-U.S. Entities. Waivers of conflict were obtained from the Debtors and from the Fresenius-U.S. Entities both prior and subsequent to filing of the Debtors' petition.


7. The Debtors owe the Firm \$102.46 for prepetition services.

8. The Firm will continue to conduct inquiries regarding its retention by any creditors of the Debtors, during the period of its employment, and if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Executed on December 14, 2001.

  
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Susan M. Cooke, P.C.

Sworn to and subscribed before me  
this 14th day of December, 2001

  
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Notary Public  
My Commission expires: 2/23/07